

WC 07-206

September 18, 2007

VIA COURIER

FCC/MELLON

SEP 18 2007

Marlene H. Dortch  
Secretary  
Federal Communications Commission  
Wireline Competition Bureau – CPD – 214 Appls.  
PO Box 358145  
Pittsburgh, PA 15251-5145

RE: Application for Integra Telecom Holdings, Inc., Eschelon Telecom, Inc., Electric  
Lightwave, LLC and other subsidiaries of Integra Telecom Holdings, Inc. for Section 214  
Authority to Transfer Control of Domestic and International Authorizations

Dear Ms. Dortch:

On behalf of Integra Telecom Holdings, Inc. and its subsidiaries (collectively, "Integra"), enclosed please find an original and six (6) copies of an application for Section 214 authority to transfer control of Integra's domestic and international authorizations in connection with the recapitalization of Integra's ultimate parent company, Integra Telecom, Inc.

Pursuant to Section 63.04(b) of the Commission's Rules, Integra submits this filing as a combined international Section 214 transfer of control application and domestic Section 214 transfer of control application.

Also enclosed please find a completed Fee Remittance Form 159 containing a valid VISA credit card number and expiration date for payment, in the amount of \$965.00, to the Federal Communications Commission, in satisfaction of the filing fee for this application under line 2.b of Section 1.1105 of the Commission's Rules.

Integra is simultaneously filing the application with the International Bureau through the MyIBFS filing system.

Please date-stamp the enclosed extra copy of this filing and return it in the envelope provided. Please direct any questions regarding this filing to the undersigned.

Respectfully submitted,



Michelle Cohen

Michelle.Cohen@ThompsonHine.com Phone 202.263.4151 Fax 202.331.8330

jcb 191284.1

READ INSTRUCTIONS CAREFULLY  
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION  
REMITTANCE ADVICE  
FORM 159

Approved by OMB  
3060-0589  
Page No. 1 of 1

(1) LOCKBOX # 358115			
SECTION A - PAYER INFORMATION			
(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) <b>Integra Telecom Holdings, Inc.</b>		(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) <b>\$965.00</b>	
(4) STREET ADDRESS LINE NO. 1 <b>1201 NE Lloyd Blvd</b>			
(5) STREET ADDRESS LINE NO. 2 <b>Suite 500</b>			
(6) CITY <b>Portland</b>		(7) STATE <b>OR</b>	(8) ZIP CODE <b>97232</b>
(9) DAYTIME TELEPHONE NUMBER (include area code) <b>503-453-8119</b>		(10) COUNTRY CODE (if not in U.S.A.) <b>US</b>	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(11) PAYER (FRN) <b>0004257010</b>			
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) COMPLETE SECTION BELOW FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(13) APPLICANT NAME			
(14) STREET ADDRESS LINE NO. 1			
(15) STREET ADDRESS LINE NO. 2			
(16) CITY		(17) STATE	(18) ZIP CODE
(19) DAYTIME TELEPHONE NUMBER (include area code)		(20) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(21) APPLICANT (FRN)			
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE <b>CUT</b>	(25A) QUANTITY <b>1</b>	
(26A) FEE DUE FOR (PTC) <b>\$965.00</b>	(27A) TOTAL FEE <b>\$965.00</b>		
(28A) FCC CODE 1	(29A) FCC CODE 2		
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY	
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE		
(28B) FCC CODE 1	(29B) FCC CODE 2		
SECTION D - CERTIFICATION			
CERTIFICATION STATEMENT I, <u>John Butera</u> , certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief.			
SIGNATURE <u>[Signature]</u>		DATE <u>9-18-07</u>	
SECTION E - CREDIT CARD PAYMENT INFORMATION			
MASTERCARD <input type="checkbox"/> VISA <input checked="" type="checkbox"/> AMEX <input type="checkbox"/> DISCOVER <input type="checkbox"/>			
ACCOUNT NUMBER <u>[REDACTED]</u>		EXPIRATION DATE <u>10/09</u>	
I hereby authorize the FCC to charge my credit card for the service(s) authorization herein described.			
<u>John Butera</u> as <u>attending</u> <u>9-18-07</u>			

SEE PUBLIC BURDEN ON REVERSE

FCC FORM 159

JULY 2005

**Before the  
FEDERAL COMMUNICATIONS COMMISSION  
Washington, D.C. 20554**

<b>In the Matter of</b>	)	
	)	
<b>INTEGRA TELECOM HOLDINGS, INC.,</b>	)	<b>File No. ITC-T/C-2007_____</b>
<b>ESCHELON TELECOM, INC.</b>	)	
<b>ELECTRIC LIGHTWAVE, LLC,</b>	)	
<b>and other subsidiaries of</b>	)	
<b>Integra Telecom Holdings, Inc.</b>	)	
<b>Joint Application for Consent to a Transfer of</b>	)	<b>WC Docket No. 07-_____</b>
<b>Control Pursuant to Section 214 of the</b>	)	
<b>Communications Act of 1934, as Amended</b>	)	

**JOINT INTERNATIONAL AND DOMESTIC APPLICATION  
FOR STREAMLINED CONSENT TO TRANSFER CONTROL**

Pursuant to Section 214 of the Communications Act of 1934, as amended (the "Act"),<sup>1</sup> and Sections 63.04 and 63.24 of the Commission's rules,<sup>2</sup> this Application seeks the consent of the Federal Communications Commission to the proposed transfer of control of Integra Telecom Holdings, Inc. ("Integra Holdings"), Eschelon Telecom, Inc. ("Eschelon"), Electric Lightwave, LLC ("Electric Lightwave") and the subsidiaries listed on Schedule I hereto, in connection with the recapitalization of Integra Telecom, Inc. ("Integra Telecom"), the ultimate parent of these certificated carriers and their subsidiaries, as described below. A Domestic Supplement, containing the information required by 47 C.F.R. § 63.04, is attached hereto as Exhibit A.

The respective transferors and transferees identified below (the "Applicants") seek streamlined processing of this Joint International and Domestic Application pursuant

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<sup>1</sup> 47 U.S.C. § 214.

<sup>2</sup> 47 C.F.R. §§ 63.04(b), 63.24(e).

to Sections 63.03 and 63.12 of the Commission's Rules.<sup>3</sup> This Application is eligible for *streamlined processing pursuant to Section 63.03(b)(1)(ii) of the Commission's Rules*, as the transferees are not domestic telecommunications providers or otherwise affiliated with any domestic telecommunications providers, other than the providers covered by this Application. The proposed transaction involves the transfer of shares from existing shareholders to new investors and changes in designation rights with respect to the Board of Directors. The transfer of control will not result in any change in service.<sup>4</sup> Additionally, Integra Holdings and its subsidiaries meet the streamlining criteria set forth in Sections 63.03(b)(2)(i)-(ii) of the Commission's Rules.

This Application also qualifies for streamlined processing pursuant to Section 63.12(c)(1)(ii), as the Applicants demonstrate below that Integra Holdings and its subsidiaries are entitled to a presumption of nondominance pursuant to Section 63.10(a)(3) with respect to the foreign carriers with which a transferee, identified below, is affiliated.

In support of this Application, Applicants submit the following information:

**I. PRINCIPAL APPLICANTS**

**(a) INTEGRA TELECOM HOLDINGS, INC. (FRN: 0004257010) & CERTAIN SUBSIDIARIES**

Integra Holdings is a corporation organized under the laws of the state of Oregon, with its principal place of business at 1201 NE Lloyd Blvd, Suite 500, Portland, Oregon 97232. Integra Holdings is a certificated carrier<sup>5</sup> and a wholly owned subsidiary of

<sup>3</sup> 47 C.F.R. §§ 63.03 and 63.12.

<sup>4</sup> 47 C.F.R. § 63.03(b)(1)(ii).

<sup>5</sup> Integra Holdings and certain of its authorized subsidiaries provide international telecommunications services pursuant to International Section 214 authorization granted by the Commission in File No. ITC-214-19970820-00500.

Integra Telecom. Integra Holdings provides local telephone service, long distance and international calling, and high-speed Internet access to small and mid-sized businesses.

Integra Holdings has operating subsidiaries holding competitive local exchange carrier licenses to operate as facilities-based providers in Idaho (Integra Telecom of Idaho, Inc.), Minnesota (Integra Telecom of Minnesota, Inc.), Nebraska (Integra Telecom of Nebraska, Inc.), New Mexico (Integra Telecom of New Mexico, Inc.), North Dakota (Integra Telecom of North Dakota, Inc.), Oregon (Integra Telecom of Oregon, Inc.), South Dakota (Integra Telecom of South Dakota, Inc.), Utah (Integra Telecom of Utah, Inc.), Washington (Integra Telecom of Washington, Inc.) and Wisconsin (resale only) (Integra Telecom of Wisconsin, Inc.). However, presently Integra Holdings does not provide service in Nebraska, New Mexico or South Dakota, and only provides service in Idaho through another Integra Holdings subsidiary, Electric Lightwave, LLC ("Electric Lightwave"). Scott-Rice Telephone Co. is an ILEC subsidiary of Integra Holdings that operates in Minnesota. Integra Telecom of Oregon, Inc. also provides long distance services in Montana.

**(b) ELECTRIC LIGHTWAVE, LLC (FRN: 0015577745)**

Electric Lightwave is also a subsidiary of Integra Holdings and holds its own Section 214 authorization,<sup>6</sup> and offers business customers a suite of integrated telecommunications products and services in metropolitan areas in Arizona, Oregon, Washington, Nevada, California, Utah and Idaho. Electric Lightwave offers long distance, data, Internet access and broadband transport services on a nationwide basis.

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<sup>6</sup> Electric Lightwave provides international telecommunications services pursuant to International Section 214 authorizations granted by the Commission in File Nos. ITC-214-19940415-00137 and ITC-214-19980619-00425.

**(c) ESCHELON TELECOM, INC. (FRN: 0010289114) &**

**SUBSIDIARIES**

On August 31, 2007, pursuant to Commission consent,<sup>7</sup> Integra Holdings consummated its transfer of control of certificated carrier Eschelon,<sup>8</sup> pursuant to which Eschelon became a wholly owned subsidiary of Integra Holdings. Eschelon Operating Company ("OPCO") is a wholly owned subsidiary of Eschelon. Eschelon itself is authorized to provide telecommunications services in California, Idaho and New York; however, Eschelon presently only provides service, specifically long distance resale service, to one business customer in New York and fewer than 10 business customers in Idaho. OPCO has several direct, wholly owned subsidiaries that offer telecommunications services in various states.<sup>9</sup> In these states, the subsidiaries provide resold and facilities-based local, resold long distance, Internet and data services to small and medium sized-businesses. Eschelon owns switches in all states where it offers local services. Except as already stated herein, there are no other affiliates of Eschelon that offer domestic telecommunications services. As permitted by Section 63.21 of the

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<sup>7</sup> See File No. ITC-T/C-20070405-00134 (consent to transfer of control of Eschelon's Section 214 International Authorization to Integra Holdings granted on May 11, 2007); *Public Notice*, Report No. TEL-01146, DA No. 07-2090 (rel. May 17, 2007). See also *Public Notice*, WC Docket No. 07-75, DA 07-2156 (rel. May 24, 2007) (Domestic Section 214 Authorization, effective grant date May 24, 2007).

<sup>8</sup> Eschelon and its authorized subsidiaries provide international telecommunications services pursuant to International Section 214 authorization granted by the Commission in File No. ITC-214-19990729-00490.

<sup>9</sup> Advanced TelCom, Inc. provides telecommunications services in the states of California, Nevada, Oregon and Washington. Oregon Telecom, Inc. provides telecommunications services in Oregon and Washington. Eschelon Telecom of Minnesota, Inc., Eschelon Telecom of Washington, Inc., Eschelon Telecom of Colorado, Inc., Eschelon Telecom of Nevada, Inc., Eschelon Telecom of Arizona, Inc., Eschelon Telecom of Utah, Inc. and Eschelon Telecom of Oregon, Inc. each provide telecommunications services in the state that bears their name. Mountain Telecommunications, Inc. provides telecommunications services in Arizona. OneEighty Communications, Inc. provides telecommunications services in Montana. United Communications, Inc. d/b/a UNICOM provides telecommunications services in Oregon and Washington.

Commission's Rules, 47 C.F.R. § 63.21, Eschelon's subsidiaries currently provide resold international switched telecommunications services pursuant to Eschelon's international Section 214 authorization.<sup>10</sup>

**(d) TRANSFEREES<sup>11</sup>**

**(1) WARBURG PINCUS PRIVATE EQUITY IX, L.P. (FRN: 0016917924) OR WARBURG PINCUS PRIVATE EQUITY X, L.P. (FRN: 0016917940)**

Warburg Pincus Private Equity IX, L.P. ("WP IX") and Warburg Pincus Private Equity X, L.P. ("WP X") are Delaware limited partnerships with their principal place of businesses at 466 Lexington Avenue, New York, New York 10017. WP IX is a \$8.0 billion global private equity fund established in 2005. WP X is a newly formed global private equity fund. Both WP IX and WP X are indirect subsidiaries of Warburg Pincus & Co. ("WP"). WP is a leading private equity firm founded in 1966 with more than \$20 billion of assets under its management.

At closing of the transaction described herein, either WP IX or WP X will make an investment in Integra Telecom. The Applicants will inform the Commission in the notice of consummation which WP Fund will hold the investment in Integra Telecom after closing. Complete ownership information for WP IX and WP X is provided below (as the WP Funds are under common control, much of the information is the same for both WP Funds). References herein to the "WP Fund" should be understood to apply to either WP IX or WP X, whichever fund ultimately holds the investment in Integra Telecom.

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<sup>10</sup> See Footnote 8, *supra*.

<sup>11</sup> Transferors are identified in Section IV below.

**(2) BANC OF AMERICA CAPITAL INVESTORS V, L.P.  
(FRN: 0016923765)**

Banc of America Capital Investors V, L.P. ("BA V") is a Delaware limited partnership with its principal place of business at 100 N. Tryon Street, 25th Floor, Charlotte, North Carolina 28255. BA V is an affiliate of Banc of America Capital Investors, L.P., one of Integra Telecom's current investors.

**(3) BOSTON VENTURES LIMITED PARTNERSHIP V  
(FRN: 0016923781)**

Boston Ventures Limited Partnership V ("Boston Ventures") is a Delaware limited partnership with its principal place of business at 125 High Street, 17th Floor, Boston, MA 02110. Boston Ventures is one of Integra Telecom's current investors.

**II. DESCRIPTION OF THE TRANSACTION**

The instant transaction for which Commission approval is sought involves the effective transfer, pursuant to the Agreement and Plan and Merger, dated as of August 13, 2007 (the "Merger Agreement"), by and among Integra Telecom, Integra Recap Co., an Oregon corporation ("Recap Co."), and WP IX, and the Stock Purchase Agreement, dated as of August 13, 2007 (the "SPA"), between Integra Telecom and BA V, of certain shareholder interests and corresponding changes in the Board of Directors in the parent company of the certificated carriers.

Certain current shareholders will either relinquish all of their equity ownership in the parent or reduce their existing equity ownership interests, with such interests effectively passing to the WP Fund and, assuming consummation of the transactions



contemplated under the SPA, BA V.<sup>12</sup> While the exact equity percentage of the new investors cannot be determined until such time as the existing shareholders have responded to the parent company's twenty business day notice to determine each shareholder's continued interest in the parent, it is anticipated that the WP Fund will hold approximately 35-70% of the equity in Integra Telecom and BA V will hold approximately 8% of the equity in Integra Telecom. In addition, the WP Fund will have the authority to appoint up to three or, under certain circumstances, four seats on a nine member Board of Directors of Integra Telecom, the parent company of the certificated carriers. Thus, out of an abundance of caution, approval of a transfer of control of the parent company of the authorized carriers is sought herein.

Specifically, on August 13, 2007, Integra Telecom, the ultimate parent company of certificated carriers: Integra Holdings, Eschelon, Electric Lightwave, and the respective subsidiaries listed in Schedule I hereto, entered into the Merger Agreement providing for the merger of Integra Telecom and Recap Co. Pursuant to the Merger Agreement, Recap Co. will be merged into Integra Telecom, with Integra Telecom to be the surviving corporation of the merger (the "Transaction"). Integra Telecom's Board of Directors believes it to be in the best interests of Integra Telecom to recapitalize its capital stock through the Transaction. The WP Fund, an affiliate of WP, a global private equity firm, will invest at least \$245 million to obtain an equity stake in Integra Telecom in the Transaction. WP currently has more than \$20 billion of assets under management and has substantial experience in the information and communications technology sectors.

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<sup>12</sup> In addition, even if BA V does not consummate the transactions contemplated under the SPA, BA V may acquire the same number of shares purchasable under the SPA by purchasing such shares directly from Banc of America Capital Investors, L.P., one of Integra Telecom's current investors.

Certain current stockholders in Integra Telecom will relinquish or reduce their ownership interests in Integra Telecom by selling all or some of their equity interests to Integra Telecom, effectively replicating a sale of such equity interests to the WP Fund. It is anticipated that upon completion of the Transaction, the WP Fund will hold approximately 35-70% of Integra Telecom, and have the authority to appoint up to three seats (or, under certain circumstances four seats) on Integra Telecom's nine member Board of Directors. It is expected that two of the other three existing substantial shareholders (or affiliates thereof) will remain as shareholders of Integra Telecom. Boston Ventures, with the right to appoint two members to the Board of Directors, and BA V, an affiliate of the current shareholder, Banc of America Capital Investors, L.P., with the right to appoint one director, are expected to be the other significant shareholders of Integra Telecom.<sup>13</sup> Two board members will be designated by the board, and the Chief Executive Officer of Integra Telecom, Mr. Dudley R. Slater, will sit on the board. The closing of the Transaction is contingent upon, among other things, receipt of necessary regulatory approvals from the Commission and other governmental and shareholder actions.

Integra Telecom currently is controlled by its Board of Directors, and after the proposed Transaction is consummated, the board will continue to be in control. No one shareholder will be in control of Integra Telecom. As a result, Integra Telecom hereby seeks approval of the Commission to effect these shareholder changes and corresponding adjustments to the Board of Directors. Accordingly, the Transferees are identified herein

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<sup>13</sup> If BA V's equity interest is less than five percent, then it will not have the right to designate a member of the board, and the WP Fund will have the right to designate up to four members of the board.

as the shareholders that will designate six of the nine board members -- the WP Fund, Boston Ventures, and BA V.

Applicants emphasize that the proposed Transaction should be transparent to customers of the authorized carrier(s). Because the Transaction simply reflects the effective transfer of shares from existing shareholders to a new investor and an affiliate of an existing investor, and the non-majority changes in the shareholders' rights to designate board members, the transfer of control will not result in a change of carrier for any customers. The carriers covered by this application will continue to provide the identical end user telecommunications and other services to the affected customers and will continue to provide these services at the rates and pursuant to the terms and conditions of service these customers currently receive. The Transaction is not expected to result in any discontinuance of service for customers. In sum, consummation of the Transaction will result in no changes in rates or services provided to customers. Any future changes in the rates, terms and conditions of service will be made consistent with applicable law.

### **III. PUBLIC INTEREST**

Applicants respectfully submit that the Transaction described herein will serve the public interest. The proposed Transaction will provide the parent company, Integra Telecom, with a substantial equity investment by the WP Fund. WP has a long history as a leading investor in the information and communication technology sectors. Its financial strength and expertise will further advance the business plan of Integra Telecom and its subsidiaries. It is anticipated that Integra Telecom and its subsidiaries will increase their advanced network capabilities and expand their offerings and provide more advanced telecommunications services to a broader customer base as result of the financial strength and expertise of WP and the other two major shareholders -- BA V and Boston Ventures.

Moreover, Applicants expect that Integra Telecom's certificated carrier subsidiaries will continue to offer innovative products and will further strengthen their competitive positions to the benefit of consumers and the telecommunications marketplace as a result of the proposed Transaction.

Further, the Transaction will be conducted in a manner that will be virtually transparent to customers of the certificated carriers. The transfer of control of Integra Telecom and its operating subsidiaries will not result in a change of carrier for end user customers or in an assignment of authorizations. Following consummation of the proposed Transaction, the authorized carriers will continue to provide high-quality communications services to their customers without interruption and without immediate change in rates, terms or conditions.

Given the increasingly competitive nature of the domestic, interstate and international telecommunications markets, Applicants are seeking to complete the proposed Transaction as soon as possible in order to ensure that customers and Applicants can rapidly obtain the benefits of the proposed Transaction. Accordingly, Applicants respectfully request that the Commission process, consider and approve this Application as expeditiously as possible.

For each of the foregoing reasons, grant of the proposed Transaction is in the public interest.

#### **IV. INFORMATION REQUIRED BY SECTION 63.24(e) OF THE RULES**

As required by Section 63.24(e)(2) of the Commission's Rules, Applicants submit the following information:

- (a) **Names, addresses and telephone numbers of Applicants:**

### *Transferees*

Warburg Pincus Private Equity IX, L.P. or  
Warburg Pincus Private Equity X, L.P.  
466 Lexington Avenue  
New York, New York 10017  
Telephone: 212-878-0600

Banc of America Capital Investors V, L.P.  
901 S. Main Street, 66th Floor  
Dallas, Texas 75202  
Telephone: 214-209-2909

Boston Ventures Limited Partnership V  
125 High Street, 17th Floor  
Boston, MA 02110  
Telephone: 617-350-1504

### *Transferors*

Banc of America Capital Investors, L.P.  
901 S. Main Street, 66th Floor  
Dallas, Texas 75202  
Telephone: 214-209-2909

Boston Ventures Limited Partnership V  
125 High Street, 17th Floor  
Boston, MA 02110  
Telephone: 617-350-1504

Nautic Partners, LLC (and affiliated entities)<sup>14</sup>  
50 Kennedy Plaza, 12<sup>th</sup> Floor  
Providence, Rhode Island 02903  
Telephone: 401-278-4971

- (b) **The Government, State, or Territory under the laws of which each of the Applicants is organized:**

#### **Applicant**

#### **State of Organization**

<sup>14</sup> The affiliated entities comprising Nautic Partners are (1) Chisholm Partners III, L.P., (2) Fleet Equity Partners VI, L.P., (3) Fleet Equity Partners VII, L.P., (4) Fleet Growth Resources III, Inc., (5) Fleet Venture Resources, Inc. and (6) Kennedy Plaza Partners. The address and telephone number are the same for each of these entities: 50 Kennedy Plaza, 12th Floor, Providence, Rhode Island 02903, Telephone: 401-278-6387.

Warburg Pincus Private Equity IX, L.P.	Delaware
Warburg Pincus Private Equity X, L.P.	Delaware
Banc of America Capital Investors V, L.P.	Delaware
Banc of America Capital Investors, L.P.	Delaware
Boston Ventures Limited Partnership V	Delaware
Nautic Partners, LLC	various <sup>15</sup>

**(c) Correspondence concerning this Application should be addressed to:**

For Integra Holdings and its subsidiaries:

J. Jeffery Oxley  
Executive Vice President, General Counsel and Secretary  
Integra Telecom, Inc.  
1201 NE Lloyd Blvd., Suite 500  
Portland, OR 97232  
Tele: (503) 453-8118  
Fax: (503) 453-8223  
Email: jeffery.oxley@integratelecom.com

With a copy to:

Michelle W. Cohen, Esq.  
Thompson Hine LLP  
1920 N Street, NW  
Washington, DC 20036  
Tele: (202) 263-4151  
Fax: (202) 331-8330  
Email: michelle.cohen@thompsonhine.com

For Transferees:

For the WP Fund:

Michael Treskow  
Analyst  
Warburg Pincus  
466 Lexington Avenue  
New York, New York 10017  
Telephone: 212-878-9324

<sup>15</sup> Chisholm Partners III, L.P., Fleet Equity Partners VI, L.P. and Fleet Equity Partners VII, L.P. are Delaware limited partnerships. Fleet Growth Resources III, Inc. and Fleet Venture Resources, Inc. are Rhode Island corporations and Kennedy Plaza Partners is a Rhode Island partnership.

Fax: 212-878-9450  
Email: mtreskow@warburgpincus.com

With a copy to:

Angie Kronenberg  
Willkie Farr & Gallagher LLP  
1875 K Street, N.W.  
Washington, D.C. 20006-1238  
Telephone: 202-303-1143  
Fax: 202-303-2143  
Email: akronenberg@willkie.com

For BA V:

George Morgan  
Banc of America Capital Investors V, L.P.  
901 S. Main Street, 66th Floor  
Dallas, Texas 75202  
Telephone: 214-209-2909  
Fax: 214-209-0985  
Email: george.morgan@bankofamerica.com

For Boston Ventures Limited Partnership V:

Anthony Bolland  
Boston Ventures Limited Partnership V  
125 High Street, 17th Floor  
Boston, MA 02110  
Telephone: 617-350-1504  
Fax: 617-350-1524  
Email: tbolland@bvlp.com

For Transferors:

For Banc of America Capital Investors, L.P.:

George Morgan  
Banc of America Capital Investors, L.P.  
901 S. Main Street, 66th Floor  
Dallas, Texas 75202  
Telephone: 214-209-2909  
Fax: 214-209-0985

Email: george.morgan@bankofamerica.com

For Boston Ventures Limited Partnership V:

Anthony Bolland  
Boston Ventures Limited Partnership V  
125 High Street, 17th Floor  
Boston, MA 02110  
Telephone: 617-350-1504  
Fax: 617-350-1524  
Email: tbolland@bvlp.com

For Nautic Partners, LLC:

Robert Van Degna  
Nautic Partners, LLC  
50 Kennedy Plaza, 12<sup>th</sup> Floor  
Providence, Rhode Island 02903  
Telephone: 401-278-4971  
Fax: 401-278-6387  
Email: rvandegna@nautic.com

**(d) Statement as to previous Section 214 authorization:**

Integra Holdings and its authorized subsidiaries were previously granted International Section 214 authority in File No. ITC-214-19970820-00500.

Electric Lightwave was previously granted International Section 214 authority in File Nos. ITC-214-19940415-00137 and ITC-214-19980619-00425.

Eschelon and its authorized subsidiaries provide international telecommunications services pursuant to International Section 214 authorization granted by the Commission in File No. ITC-214-19990729-00490.

Transferors currently do not hold their own Section 214 authorizations. Transferors hold ownership and/or directors' interests in Integra Telecom, the ultimate parent company of Integra Holdings and its subsidiaries.

Transferees have not previously received Section 214 authority. After the proposed transaction, the transferees will hold ownership and/or directors' interests in Integra Telecom, the ultimate parent company of Integra Holdings and its subsidiaries.

**(e)** Not applicable.

**(f)** Not applicable.



(g) Not applicable.

(h) The following are the only persons or entities holding a 10% or greater direct ownership interest in the Transferees:

WP Fund:

WP IX FRN: 0016917924, a Delaware limited partnership, is a \$8.0 billion global private equity fund established in 2005. WP IX is an indirect subsidiary of WP. WP X FRN: 0016917940, a Delaware limited partnership, is a newly formed global private equity fund. WP X also is an indirect subsidiary of WP. WP is a leading private equity firm founded in 1966 with more than \$20 billion of assets under its management.

Warburg Pincus IX LLC ("WP IX LLC") is the sole general partner of and controls WP IX. The limited partner investors in WP IX principally include public fund investors, corporations, financial institutions, foundations, and individuals. Neither WP IX LLC nor any of the limited partners in WP IX own a ten percent or greater equity interest in WP IX. Warburg Pincus LLC ("WP LLC") manages WP IX pursuant to a management agreement.

Warburg Pincus X, L.P. ("WP X LP") is the sole general partner of and controls WP X. Warburg Pincus X LLC ("WP X LLC") is the sole general partner of and controls WP X LP. The expected limited partner investors in WP X would principally include public fund investors, corporation, financial institutions, foundations, and individuals. It is expected that none of the limited partners in WP X would own a ten percent or greater equity interest in WP X. Neither WP X LP nor WP X LLC will hold a ten percent or greater equity interest in WP X. WP LLC manages WP X pursuant to a management agreement.

Warburg Pincus Partners LLC ("WPP LLC") is the sole member of and controls WP IX LLC and WP X LLC.

WP is the managing member of and controls WPP LLC.

Each of Messrs. Charles R. Kaye and Joseph P. Landy is a Managing General Partner of WP and Co-President and Managing Member of WP LLC. Together, they may be deemed to control WP, WPP LLC, WP LLC, WP IX LLC, WP X LLC, WP X LP, WP IX, and WP X.

The principal businesses of WP IX and WP X are to invest in venture capital transactions, growth capital transactions, developing companies, buyouts, recapitalizations and other special situations, collectively referred to as private equity investments. The principal business of WP is acting as the managing member of WPP LLC. The principal business of WPP LLC is acting as general partner to certain private equity funds and as the sole member of WP IX LLC and WP X LLC. The principal business of WP IX LLC is acting as general partner of WP IX. The principal business of WP X LLC is acting as general partner of WP X LP. The principal business of WP X LP

is acting as general partner of WP X. The principal business of WP LLC is managing certain private equity funds, including WP IX and WP X. The principal business of each Mr. Kaye and Mr. Landy is acting as a Managing General Partner of WP and Co-President and Managing Member of WP LLC.

WP IX LLC, WPP LLC, and WP LLC are each limited liability companies organized under the laws of the State of New York. WP X LP is a limited partnership organized under the laws of the State of Delaware. WP X LLC is a limited liability company organized under the laws of the State of Delaware. WP is a general partnership organized under the laws of the State of New York. Messrs. Kaye and Landy are citizens of the United States of America.

The principal address for each Warburg entity is c/o Warburg Pincus LLC, 466 Lexington Avenue, New York, NY 10017.

Interlocking directorates: Pursuant to an investment in FiberNet Communications ("FiberNet") described further below, WP has the right to designate four members of FiberNet's board of directors. The directors designated by WP are Joseph Schull, Managing Director, Technology, Media and Telecommunications, at WP; Timothy J. Curt, Managing Director and CFO, at WP; Guido Nieuwenhuizen, employee of WP; and Dirk Stolp, independent of WP.

Mr. Schull and Paul Best, Associate, Consumer and Industrial, LBOs and Special Situations at WP, sit on the Board of Directors of Zesko Holdings B.V. ("Zesko Holdings"). Through its indirect subsidiary Zesko Holdings, WP IX holds a 35.4% equity ownership interest in and a 50% voting interest (and negative control) in three cable operators in the Netherlands: Multikabel B.V. ("Multikabel"), Casema Holding B.V. ("Casema"), and @Home B.V. ("@Home"). Further information on these cable operators is provided below.

#### **BA V:**

The following entities have a 10 percent or greater interest in **Banc of America Capital Investors V, LP ("BA V")**:

Name:	BA Equity Investors, Inc.
Address:	100 N. Tryon St., 25th Floor Charlotte, NC 28255
Ownership:	99.5% Limited Partnership interest (a 0.5% General Partner interest is held by Banc of America Capital Management V, L.P., information follows).
Citizenship:	Delaware
Principal business:	Investments
Name:	Banc of America Capital Management V, L.P.

Address: 100 N. Tryon St., 25th Floor  
Charlotte  
Ownership: 0.5% General Partner interest (a 99.5%  
limited partnership interest is held by BA  
Equity Investors, Inc. as described above)  
Citizenship: Delaware  
Principal business: Investments

**BA Equity Investors, Inc.** is 100% owned by:

Name: Banc of America Corporation  
Address: 100 North Tryon Street  
Charlotte, NC 28255  
Citizenship: Delaware  
Principal business: Banking & Financial Services

No single individual or entity owns more than 10% in Banc of America Corporation.

The following entities have a 10% or greater ownership in **Banc of America Capital Management V, L.P.**:

Name: J. Travis Hain  
Address: 100 N. Tryon St., 25th Floor  
Charlotte, NC 28255  
Ownership: 12.79375% Limited Partnership interest  
(Mr. Hain is the managing member of  
BACM I GP, LLC, information follows).  
Citizenship: U.S.  
Principal business: Private Equity Investing

Name: George E. Morgan, III  
Address: 100 N. Tryon St. - 25th Floor  
Charlotte, NC 28255  
Ownership: 11.51437% Limited Partnership interest  
Citizenship: U.S.  
Principal business: Private Equity Investing

Name: Walker L. Poole  
Address: 100 N. Tryon St., 25th Floor  
Charlotte, NC 28255  
Ownership: 12.79375% Limited Partnership interest  
Citizenship: U.S.  
Principal business: Private Equity Investing

Name: Robert H. Sheridan, III  
Address: 100 N. Tryon St., 25th Floor  
Charlotte, NC 28255  
Ownership: 12.79375% Limited Partnership interest

Citizenship:	U.S.
Principal business:	Private Equity Investing
Name:	Robert L. Edwards, Jr.
Address:	100 N. Tryon St., 25th Floor Charlotte, NC 28255
Ownership:	10.235% Limited Partnership interest
Citizenship:	U.S.
Principal business:	Private Equity Investing
Name:	Craig A. Elson
Address:	100 N. Tryon St., 25th Floor Charlotte, NC 28255
Ownership:	10.235% Limited Partnership interest
Citizenship:	U.S.
Principal business:	Private Equity Investing
Name:	John A. Shimp
Address:	100 N. Tryon St., 25th Floor Charlotte, NC 28255
Ownership:	10.235% Limited Partnership interest
Citizenship:	U.S.
Principal business:	Private Equity Investing
Name:	Scott R. Poole
Address:	100 N. Tryon St., 25th Floor Charlotte, NC 28255
Ownership:	10.235% Limited Partnership interest
Citizenship:	U.S.
Principal business:	Private Equity Investing
Name:	BACM I GP, LLC
Address:	100 N. Tryon St., 25th Floor Charlotte, NC 28255
Ownership:	Nominal General Partnership interest (limited partnership interest of 10% or more described above)
Citizenship:	U.S.
Principal business:	Private Equity Investing

No other entity holds a 10% or greater direct or indirect interest in BA V. BA V and the related entities listed above do not have any interlocking directorates with a foreign carrier.

**BOSTON VENTURES**

**The following entities have a 10 percent or greater ownership in Boston Ventures Limited Partnership V ("Boston Ventures"):**

Name: New York State Common Retirement Fund  
Address: Office of State Comptroller  
A.E. Smith Building, 6th Floor  
Albany, NY 12236  
Ownership: 11.1%  
Citizenship: New York  
Principal business: Pension fund

Name: BV V Group Trust ("Group Trust")  
Address: c/o Mellon Bank  
135 Santilli Highway  
AIM 026-0026: E. Tobin  
Everett, MA 02149  
Ownership: 12.5% of Boston Ventures Limited  
Partnership V  
Citizenship: Massachusetts  
Principal Business: Investments

**The Group Trust is owned greater than 50% by:**

Name: California Teacher's Retirement  
System  
Address: 7667 Folsom Boulevard  
Sacramento, CA 95826  
Citizenship: California  
Principal Business: Pension Fund

No other entity holds a 10% or greater direct or indirect interest in Boston Ventures. Boston Ventures and the related entities listed above do not have any interlocking directorates with a foreign carrier.

**(i) Certification as to whether any Applicant is, or is affiliated with, a foreign carrier:**

The WP Funds hereby certify that they are affiliated with foreign carriers (cable operators also providing telephony service) in the Netherlands, Hungary, Bulgaria, and Ukraine. As evidenced by the signatures to this Application, Applicants certify that none of the Applicants is a foreign carrier, and that no Applicant other than the WP Funds are affiliated with a foreign carrier.

**(j) Certification as to whether any Applicant intends to provide international telecommunications services to a destination country for which any of Sections 63.18(j)(1)-(4) of the Commission's Rules, 47 C.F.R. § 63.18(j)(1)-(4), is true.**

Integra Holdings certifies that it and its subsidiaries will seek to provide international telecommunication services to the countries served by the following foreign carriers: FiberNet, Multikabel, Casema, and @Home. As explained below, these carriers are affiliates of the WP Funds under the Commission's rules. Thus, Integra Holdings will be affiliated with these foreign carriers under the Commission's rules solely through its prospective relationship to the WP Funds.

FiberNet, Warburg Pincus Private Equity VIII, L.P. and Warburg Pincus International Partners, L.P., affiliates of and under common control with the WP Funds, together own an 79% equity interest in and control FiberNet.

Headquartered in Budapest, Hungary, FiberNet is the third largest cable television operator in Hungary. FiberNet is focused on the Central and Eastern European communications markets, serving approximately 500,000 cable and 75,000 broadband Internet subscribers as of the end of 2006. The company operates predominantly broadband networks to deliver cable television, Internet and VoIP telephony services to its subscriber base. At the end of 2006, the company had approximately 180,000 cable subscribers in Hungary, as well as 200,000 cable subscribers in Bulgaria and 125,000 cable subscribers in Ukraine.

The address of FiberNet is: Krisztina Square 2, 1013 Budapest, Hungary. Tel. 011-36-148-74722.

Multikabel/Casema/@Home. WP IX has a 35.4% equity interest in and has negative voting control of Zesko Holdings, a holding company that owns 100% of and controls Multikabel, Casema, and @Home.

Multikabel is the fourth largest cable operator in the Netherlands. It provides video, broadband Internet and telephony to 315,000 subscribers in 38 municipalities across the province of Noord-Holland, Netherlands. Casema is the third largest cable operator in the Netherlands. Casema, headquartered in The Hague, has 1.3 million cable subscribers in the Netherlands. @Home, headquartered in Groningen, is the second largest operator in the Netherlands, covering homes in the northern, eastern and southern parts of the country, with 1.7 million cable subscribers.

As evidenced by the signatures to this Application, Applicants certify that no Applicants other than the WP Funds are affiliated, pursuant to 47 C.F.R. § 63.18(j)(1)-(4), with a foreign carrier providing service in a destination country to which Integra Holdings and its subsidiaries intend to provide international telecommunications services.

**(k) The WP Funds' Affiliated Foreign Carriers Lack Market Power in Their Respective Foreign Countries**

FiberNet, Multikabel, Casema, and @Home, discussed above, each lacks market power in the foreign countries where they provide service. As a competitive VoIP provider, FiberNet has far less than 50% market share in the international transport and local access markets in Hungary, Bulgaria, and Ukraine, and is therefore presumptively nondominant and lacks market power in each of those countries pursuant

to Section 63.10(a)(3) of the FCC's rules. Likewise, Multikabel, Casema, and @Home *are competitive entrants to the provision of telephony services in the Netherlands and have far less than 50% market share in the international transport and local access markets in that country. These foreign carriers therefore lack market power and are presumptively nondominant in the Netherlands.*

**(l) Section 63.10(a)(3) Showing**

As demonstrated in subsection (k), as each of the foreign carriers affiliated with the WP Funds has less than 50% market share in the international transport and local access markets where they provide service, and therefore each of these providers is presumptively nondominant under Section 63.10(a)(3) of the FCC's rules. Therefore, Integra Holdings and its subsidiaries should be treated as nondominant with respect to the provision of international telecommunications to Hungary, Bulgaria, Ukraine, and the Netherlands.

**(m) Non-Dominant Classification Pursuant to Section 63.10**

As demonstrated in subsection (k), as each of the foreign carriers affiliated with the WP Funds has less than 50% market share in the international transport and local access markets where they provide service, and therefore each of these providers is presumptively nondominant under Section 63.10(a)(3) of the FCC's rules. Therefore, Integra Holdings and its subsidiaries should be treated as nondominant with respect to the provision of international telecommunications to Hungary, Bulgaria, Ukraine, and the Netherlands.

**(n) Certification that Applicants have not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future:**

As evidenced by the signatures to this Application, Applicants certify that they have not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future.

**(o) Certifications by Parties that no party to this Application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 853(a):**

As evidenced by the signatures to this Application, Applicants certify, pursuant to Sections 1.2001 through 1.2003 of the Commission's Rules (implementing the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 3301), that they are not subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Act of 1988.

**(p) Streamlined Processing.**

*The Applicants hereby request streamlined processing of this application.*  
This application qualifies for streamlined processing pursuant to Section 63.12(c)(1)(ii), as the Applicants have demonstrated that Integra Holdings and its subsidiaries are entitled to a presumption of nondominance pursuant to Section 63.10(a)(3) with respect to the foreign carriers with which the WP Funds are affiliated.

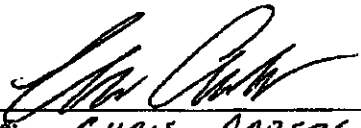
**V. CONCLUSION**

For the reasons stated above, Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by a grant of this Application.



Respectfully submitted on behalf of:

INTEGRA TELECOM HOLDINGS, INC.

By:   
Name: CHRIS AABERG  
Title: VP FINANCE & TREASURER

September 13 2007